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May 6, 1988

RECORDATION NO. 1 5630-13 Filed 1425

MAY 10 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

JOHN A. McCANN
1891-1972

FACSIMILE:
(412) 566-1817

G. GRAY GARLAND, JR.
EDMUND W. RIDALL, JR.
CHARLES R. BURKE
EDWARD C. WACHTER, JR.
STEPHEN JURMAN
MICHAEL J. WOODRING
THEA G. EVANKOVICH
EWING C. BASHOR
GRETCHEN G. DONALDSON
BERNARD J. BERCIK, JR.

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is ~~one~~ (2) executed copy one true and correct copy of a Bill of Sale dated as of May 3, 1988.

A general description of the railroad equipment covered by by the enclosed document is:

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
HT	100 ton, 3418 cubic foot, triple pocket, open top hopper cars. Remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988	190	HLMX 5000-5114 (inclusive) TWRY 10,000 TWRY 10,004 - 10,077 (inclusive)

The names and addresses of the parties to the enclosed document are:

BUYER: Helm Financial Corporation
One Embarcadero Center
Suite 3320
San Francisco, CA 94111

SELLER: Bethlehem Steel Corporation
Bethlehem, PA 18016

A fee of \$ 13- is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Bethlehem Steel Corporation to Helm Financial Corporation dated as of May 3, 1988 covering 190 remanufactured railroad cars, numbered HLMX 5000 - 5114 (inclusive) and TWRY 10,000 and TWRY 10,004 - 10,077 (inclusive).

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By *Edward C. Washley, Jr.*
by A.A.A.

Enclosure

10LT9/3

BILL OF SALE

MAY 10 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that BETHLEHEM STEEL CORPORATION (hereinafter referred to as "Seller"), for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration paid to it by HELM FINANCIAL CORPORATION (hereinafter referred to as "Buyer"), has granted, bargained, sold, conveyed, transferred, assigned and delivered, and by these presents does grant, bargain, sell, convey, transfer, assign and deliver unto Buyer, its successors and assigns, all of its right, title and interest in certain machinery, equipment and other personal property (herein called "the Equipment"), which is described in Schedule "A" annexed hereto and made a part hereof.

TO HAVE AND TO HOLD all and singular the Equipment by these presents bargained, sold and confirmed unto the Buyer, its successors and assigns, forever.


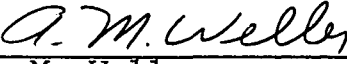
AND, Seller, for itself, its successors and assigns, does hereby covenant with Buyer that, at the time of delivery of Equipment to the Buyer, the Seller had legal title to the Equipment and the Seller's title to the Equipment was free and clear of all liens, claims and encumbrances of any nature whatsoever.

EXCEPT AS OTHERWISE SPECIFICALLY AGREED IN WRITING BY SELLER, THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by an authorized officer as of this 3rd day of May, 1988.

ATTEST:

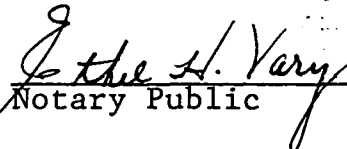
BETHLEHEM STEEL CORPORATION


R. G. Masters
Assistant SecretaryBy 
A. M. Weller
Vice President and
Treasurer

(Corporate Seal)

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 3rd day of May, 1988, before me, personally appeared A. M. Weller, to me personally known, who being by me duly sworn, says that he is a Vice President and Treasurer of Bethlehem Steel Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires
July 17, 1990
City of Bethlehem
Lehigh County

SCHEDULE A
TO
BILL OF SALE DATED MAY 3, 1988
FROM
BETHLEHEM STEEL CORPORATION
TO
HELM FINANCIAL CORPORATION

<u>Type</u>	<u>Quantity</u>	<u>Reporting Marks and Numbers</u>
Rebuilt 100-Ton Triple Hopper Cars	190	See Attached List (4 pages)

CLAW.SJS23.C064

NEW REPORTING MARK	NEW CAR NUMBER	OLD CSX REPORTING MARK	OLD CSX CAR NUMBERS
HLMX	5000	CO	87811
HLMX	5001	CO	87399
HLMX	5002	CO	87059
HLMX	5003	CO	87475
HLMX	5004	CO	87637
HLMX	5005	CO	87746
HLMX	5006	CO	87609
HLMX	5007	CO	87480
HLMX	5008	CO	87905
HLMX	5009	CO	87570
HLMX	5010	CO	87489
HLMX	5011	CO	87360
HLMX	5012	CO	87612
HLMX	5013	CO	87049
HLMX	5014	CO	87947
HLMX	5015	CO	87075
HLMX	5016	CO	87123
HLMX	5017	CO	87415
HLMX	5018	CO	87109
HLMX	5019	CO	87373
HLMX	5020	CO	87259
HLMX	5021	CO	87213
HLMX	5022	CO	87238
HLMX	5023	CO	87956
HLMX	5024	CO	87449
HLMX	5025	CO	87001
HLMX	5026	CO	87077
HLMX	5027	CO	87899
HLMX	5028	CO	87384
HLMX	5029	CO	87970
HLMX	5030	CO	87217
HLMX	5031	CO	87227
HLMX	5032	CO	87646
HLMX	5033	CO	87112
HLMX	5034	CO	87843
HLMX	5035	CO	87790
HLMX	5036	CO	87732
HLMX	5037	CO	87495
HLMX	5038	CO	87497
HLMX	5039	CO	87333
HLMX	5040	CO	87599
HLMX	5041	CO	87848
HLMX	5042	CO	87839
HLMX	5043	CO	87140
HLMX	5044	CO	87571
HLMX	5045	CO	87119
HLMX	5046	CO	87005
HLMX	5047	CO	87237
HLMX	5048	CO	87270
HLMX	5049	CO	87939
HLMX	5050	CO	87027
HLMX	5051	CO	87996

Attachment to Schedule A to
Bill of Sale dated
May 3, 1988, from Bethlehem
Steel Corporation to
Helm Financial Corporation

NEW REPORTING MARK	NEW CAR NUMBER	OLD CSX REPORTING MARK	OLD CSX CAR NUMBERS
=====	=====	=====	=====
HLMX	5052	CO	87382
HLMX	5053	CO	87262
HLMX	5054	CO	87716
HLMX	5055	CO	87405
HLMX	5056	CO	87383
HLMX	5057	CO	87286
HLMX	5058	CO	87516
HLMX	5059	CO	87050
HLMX	5060	CO	87591
HLMX	5061	CO	87167
HLMX	5062	CO	87437
HLMX	5063	CO	87228
HLMX	5064	CO	87419
HLMX	5065	CO	87281
HLMX	5066	CO	87250
HLMX	5067	CO	87455
HLMX	5068	CO	87661
HLMX	5069	CO	87711
HLMX	5070	CO	87225
HLMX	5071	CO	87759
HLMX	5072	CO	87625
HLMX	5073	CO	87125
HLMX	5074	CO	87738
HLMX	5075	CO	87906
HLMX	5076	CO	87859
HLMX	5077	CO	87280
HLMX	5078	CO	87486
HLMX	5079	CO	87710
HLMX	5080	CO	87488
HLMX	5081	CO	87562
HLMX	5082	CO	87911
HLMX	5083	CO	87481
HLMX	5084	CO	87964
HLMX	5085	CO	87201
HLMX	5086	CO	87472
HLMX	5087	CO	87741
HLMX	5088	CO	87498
HLMX	5089	CO	87311
HLMX	5090	CO	87708
HLMX	5091	CO	87025
HLMX	5092	CO	87136
HLMX	5093	CO	87316
HLMX	5094	CO	87513
HLMX	5095	CO	87616
HLMX	5096	CO	87856
HLMX	5097	CO	87063
HLMX	5098	CO	87721
HLMX	5099	CO	87461
HLMX	5100	CO	87293
HLMX	5101	CO	87943
HLMX	5102	CO	87925
HLMX	5103	CO	87236

NEW REPORTING MARK	NEW CAR NUMBER	OLD CSX REPORTING MARK	OLD CSX CAR NUMBERS
*****	*****	*****	*****
HLMX	5104	CO	87324
HLMX	5105	CO	87825
HLMX	5106	CO	87327
HLMX	5107	CO	87849
HLMX	5108	CO	87013
HLMX	5109	CO	87312
HLMX	5110	CO	87756
HLMX	5111	CO	87834
HLMX	5112	CO	87658
HLMX	5113	CO	87924
HLMX	5114	CO	87462
TWRY	10000	CO	87525
TWRY	10004	CO	87081
TWRY	10005	CO	87445
TWRY	10006	CO	87636
TWRY	10007	CO	87260
TWRY	10008	CO	87838
TWRY	10009	CO	87487
TWRY	10010	CO	87271
TWRY	10011	CO	87166
TWRY	10012	CO	87242
TWRY	10013	CO	87944
TWRY	10014	CO	87423
TWRY	10015	CO	87850
TWRY	10016	CO	87404
TWRY	10017	CO	87976
TWRY	10018	CO	87719
TWRY	10019	CO	87904
TWRY	10020	CO	87549
TWRY	10021	CO	87912
TWRY	10022	CO	87039
TWRY	10023	CO	87307
TWRY	10024	CO	87952
TWRY	10025	CO	87179
TWRY	10026	CO	87514
TWRY	10027	CO	87987
TWRY	10028	CO	87748
TWRY	10029	CO	87153
TWRY	10030	CO	87421
TWRY	10031	CO	87953
TWRY	10032	CO	87573
TWRY	10033	CO	87133
TWRY	10034	CO	87624
TWRY	10035	CO	87496
TWRY	10036	CO	87594
TWRY	10037	CO	87458
TWRY	10038	CO	87095
TWRY	10039	CO	87555
TWRY	10040	CO	87798
TWRY	10041	CO	87690
TWRY	10042	CO	87359
TWRY	10043	CO	87366

NEW REPORTING MARK	NEW CAR NUMBER	OLD CSX REPORTING MARK	OLD CSX CAR NUMBERS
TWRY	10044	CO	87313
TWRY	10045	CO	87214
TWRY	10046	CO	87936
TWRY	10047	CO	87647
TWRY	10048	CO	87208
TWRY	10049	CO	87268
TWRY	10050	CO	87024
TWRY	10051	CO	87017
TWRY	10052	CO	87374
TWRY	10053	CO	87263
TWRY	10054	CO	87610
TWRY	10055	CO	87531
TWRY	10056	CO	87196
TWRY	10057	CO	87230
TWRY	10058	CO	87801
TWRY	10059	CO	87117
TWRY	10060	CO	87693
TWRY	10061	CO	87695
TWRY	10062	CO	87962
TWRY	10063	CO	87505
TWRY	10064	CO	87129
TWRY	10065	CO	87561
TWRY	10066	CO	87967
TWRY	10067	CO	87376
TWRY	10068	CO	87627
TWRY	10069	CO	87060
TWRY	10070	CO	87318
TWRY	10071	CO	87551
TWRY	10072	CO	87252
TWRY	10073	CO	87479
TWRY	10074	CO	87354
TWRY	10075	CO	87288
TWRY	10076	CO	87454
TWRY	10077	CO	87504

TOTAL CAR NUMBERS

190